



PHILIP MORRIS ČR

## **ANNOUNCEMENT OF THE RESULTS OF THE ORDINARY GENERAL MEETING**

of

**Philip Morris ČR a.s.,**

whose registered office is at Kutná Hora, Vítězná 1, Postal Code: 284 03,  
identification number: 14803534,  
registered in the Commercial Register maintained by the Municipal Court  
in Prague, Section B, File 627

(the "**Company**"),

**held**

**at the registered office**

**of the Company in**

**Kutná Hora, Vítězná 1, Postal Code: 284 03,**

**at 10 am on 26 April 2013**

(the "**General Meeting**")

**Note: The English version of this document is published for informational purposes only.  
The authoritative version of this document is the version published in the Czech language.**

**1. Point 2 of the agenda of the General Meeting – Election of the Chairman of the General Meeting, Minutes Clerk, Minutes Verifiers and Scrutineers, and Approval of the Rules of Procedure and Voting Rules of the General Meeting:**

1.1 The General Meeting elected Mr Martin Hájek as Chairman of the General Meeting, Ms Zuzana Dušková as Minutes Clerk of the General Meeting, Milan Vácha and Maria Haladova-Pisko as Minutes Verifiers of the General Meeting and the following persons as Scrutineers of the General Meeting:

- (i) Petr Brant;
- (ii) Josef Nuhlíček;
- (iii) Johana Srbová;
- (iv) Petra Horáková;
- (v) Lucie Pokorná;
- (vi) Kateřina Jebavá;
- (vii) Tereza Holíková; and
- (viii) Kamila Kosařová

2 406 411 valid votes (connected with 2 406 411 shares of the company), were cast, which represents 87.65% share of the capital of the Company.

Election of Chairman of the General Meeting, Minutes Clerk of the General Meeting, Minutes Verifiers of the General Meeting and Scrutineers of the General Meeting

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 405 732	99,967671
AGAINST	100	0,004155
ABSTAINED	5	0,000208
Non-participating and invalid votes	673	0,027966

1.2 The General Meeting approved the Rules of Procedure and Voting Rules of the General Meeting as proposed by the Board of Directors and published on the website [www.philipmorris.cz](http://www.philipmorris.cz) on 26 March 2013.

2 406 411 valid votes (connected with 2 406 411 shares of the company), were cast, which represents 87.65% share of the capital of the Company.

Approval of the Rules of Procedure and Voting Rules of the General Meeting

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 405 684	99,965676
AGAINST	187	0,007771
ABSTAINED	535	0,022231
Non-participating and invalid votes	104	0,004322

**2. Point 3 and 5 of the agenda of the General Meeting – proposal for the approval of the Report of the Board of Directors on the Company’s business activities, the 2012 ordinary financial statements, the 2012 ordinary consolidated**

**financial statements and for the distribution of profit for 2012 and retained earnings from prior years, including the amounts and method of payment of dividends:**

The General Meeting adopted the following resolutions:

*"The Report of the Board of Directors on the Company's business activities for the 2012 calendar year accounting period is hereby approved."*

*"The ordinary financial statements of the Company for the 2012 calendar year accounting period are hereby approved."*

*"The ordinary consolidated financial statements of the Company for the 2012 calendar year accounting period are hereby approved"*.

*"The Company's profit for the 2012 calendar year accounting period in the amount of CZK 2 429 903 861.01 and retained earnings from prior years in the amount of CZK 40 943 538.99, i.e. in total CZK 2 470 847 400.00, will be paid to the Company's shareholders as dividends. A dividend of CZK 900.00 will apply to each ordinary share of the Company with a nominal value of CZK 1 000, in view of the total number of these shares, i.e. 2 745 386. The decisive date for exercising the right to dividends is 19 April 2013, i.e. dividends will be paid to shareholders who held shares of the Company as at 19 April 2013."*

***Shareholders who are natural persons*** will be paid dividends through Komerční banka, a.s. which will send a "Notification of the Payment of Proceeds from Securities" to all such shareholders in the Czech Republic and abroad (except the Slovak Republic), to their address specified in the extract from the Issue Records of the Company maintained by Central securities depository – Centrální depositář cenných papírů, a.s. as at 19 April 2013. Dividends will be paid during the payment period at all branches of Komerční banka, a.s. in cash or by bank transfer to the shareholder's bank account subject to the presentation of a valid ID card. If a shareholder who is a tax resident of a country other than the Czech Republic requests the application of a special withholding tax rate, such shareholder will be obliged to present, along with his/her valid ID card, a certificate of his/her tax domicile and a declaration of the actual owner. The payment period will be from 27 May 2013 until 31 March 2014. Shareholders from the Slovak Republic will be sent postal vouchers. All information will be provided at all branches of Komerční banka, a.s.

***Shareholders who are legal persons*** will also be paid dividends through Komerční banka, a.s. Dividends will be paid by bank transfer to the shareholder's bank account after the shareholder submits all the necessary documents, including a certificate of tax domicile and a declaration of the actual owner if a shareholder who is a tax resident of a country other than the Czech Republic requests the application of a special withholding tax rate.



**3. Point 6 of the agenda of the General Meeting – Election of Members of the Board of Directors, Members of the Supervisory Board and the approval of the agreement on performance of the office of a member of the Board of Directors and the approval of the agreements on performance of the office of members of the Supervisory Board:**

3.1 The General Meeting elected the following persons as members of the Board of Directors of the Company:

2 406 666 valid votes (connected with 2 406 666 shares of the company), were cast, which represents 87,66% share of the capital of the Company.

András Tövisi, born on 14 April 1967, residing at 1112 Budapest, Gulyás 4, Hungary;

Election of **András Tövisi** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 405 812	99,960736
AGAINST	292	0,012133
ABSTAINED	562	0,023351
Non-participating and invalid votes	91	0,003781

Andreas Gronemann, born on 18 October 1969, residing in Berlin, Kniephofstr. 53, Federal Republic of Germany;

Election of **Andreas Gronemann** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 405 683	99,955376
AGAINST	115	0,004778
ABSTAINED	868	0,036065
Non-participating and invalid votes	91	0,003781

Martin Hlaváček, born on 14 January 1980, residing in Prague, Počernická 354/69, Postal Code 108 00, the Czech Republic;

Election of **Martin Hlaváček** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 405 883	99,963686
AGAINST	100	0,004155
ABSTAINED	677	0,028129
Non-participating and invalid votes	97	0,004030

Stanislava Juríková, born on 12 December 1973, residing in Bratislava 2, Jelačičova 24, the Slovak Republic;

Election of **Stanislava Juríková** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 405 676	99,955085
AGAINST	125	0,005194
ABSTAINED	859	0,035691
Non-participating and invalid votes	97	0,004030

Richard Nič, born on 7 November 1973, residing in Bratislava, Kpt. Rašu 3, Postal Code 841 01, the Slovak Republic;

Election of **Richard Nič** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 405 774	99,959157
AGAINST	210	0,008725
ABSTAINED	682	0,028337
Non-participating and invalid votes	91	0,003781

Igor Potočár, born on 31 May 1967, residing in Bratislava, Ružinov, Rovníková 3250/12, the Slovak Republic; and

Election of **Igor Potočár** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 405 697	99,955957
AGAINST	302	0,012548
ABSTAINED	667	0,027714
Non-participating and invalid votes	91	0,003781

- 3.2 The General Meeting elected the following persons as members of the Supervisory Board of the Company:

2 406 654 valid votes (connected with 2 406 654 shares of the company), were cast, which represents 87,66% share of the capital of the Company.

Daniel Fahrny, born on 23 April 1957, residing in Chemin de la Plantaz 17, 1225 Ecublens, the Swiss Confederation;

Election of **Daniel Fahrny** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 405 577	99,950971
AGAINST	100	0,004155
ABSTAINED	790	0,032824
Non-participating and invalid votes	290	0,012049

Paul Maas, born on 12 May 1961, residing in Chemin des Melampyres 24, Jongny, the Swiss Confederation;

Election of **Paul Maas** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 405 759	99,958533
AGAINST	5	0,000208
ABSTAINED	775	0,032201
Non-participating and invalid votes	218	0,009058

Vasileios Nomikos, born on 6 March 1969, residing at Chiou 17, Glyfada, Athens, the Hellenic Republic; and

Election of **Vasileios Nomikos** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 405 436	99,945113
AGAINST	538	0,022354
ABSTAINED	580	0,024099
Non-participating and invalid votes	203	0,008435

Prof. Ing. Alena Zemplerová, born on 9 October 1952, residing in Prague 1 Malá Strana, Újezd 426/26, Postal Code 118 00, the Czech Republic.

Election of **Prof. Alena Zemplerová** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 405 663	99,954545
AGAINST	126	0,005235
ABSTAINED	860	0,035733
Non-participating and invalid votes	108	0,004487

Note: During the elections held from 4 to 14 March 2013 the employees of the Company elected Petr Bubeníček, born on 30 October 1961, residing in Kutná Hora, Havířská stezka 141, Postal Code: 284 01, the Czech Republic and Robert Plechatý, born on 22 April 1973, residing in Chomutov, Čelakovského 821/20, Postal Code 430 01, the Czech Republic, as members of the Supervisory Board of the Company.

- 3.3 The General Meeting adopted the following resolutions regarding the approval of the agreement on performance of the office of a member of the Board of Directors:

2 396 026 valid votes (connected with 2 396 026 shares of the company), were cast, which represents 87,27% share of the capital of the Company.

Approval of the agreement on performance of the office of a member of the Board of Directors concluded between the member of the Board of Directors of Philip Morris ČR a.s. Mr Martin Hlaváček and Philip Morris ČR a.s. on 18 March 2013

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 395 081	99,514866
AGAINST	121	0,005028
ABSTAINED	724	0,030082
Non-participating and invalid votes	10 831	0,450025

- 3.4 The General Meeting adopted the following resolutions regarding the approval of the agreements on performance of the office of the members of the Supervisory Board:

2 395 901 valid votes (connected with 2 395 901 shares of the company), were cast, which represents 87,27% share of the capital of the Company.

Approval of the agreement on performance of the office of a member of the Supervisory Board concluded between the member of the Supervisory Board of Philip Morris ČR a.s. Mrs Prof. Alena Zemplerová and Philip Morris ČR a.s. on 21 March 2013

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 395 048	99,513495
AGAINST	198	0,008227
ABSTAINED	650	0,027007
Non-participating and invalid votes	10 861	0,451271

Approval of the agreement on performance of the office of a member of the Supervisory Board concluded between the member of the Supervisory Board of Philip Morris ČR a.s. Mr Robert Plechatý and Philip Morris ČR a.s. on 21 March 2013



	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 394 951	99,509464
AGAINST	111	0,004612
ABSTAINED	724	0,030082
Non-participating and invalid votes	10 971	0,455842

#### 4. Point 7 of the agenda of the General Meeting – Election of Members of the Audit Committee

##### 4.1 The General Meeting elected the following individuals as members of the Audit Committee:

2 406 396 valid votes (connected with 2 406 396 shares of the company), were cast, which represents 87,65% share of the capital of the Company.

Johannis van Capelleveen, born on 10 December 1965, residing in Roztoky u Prahy, Plzeňská 388, Postal Code: 252 63, the Czech Republic;

##### Election of **Johannis van Capelleveen** as member of the Audit Committee

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 402 559	99,825574
AGAINST	3 609	0,149953
ABSTAINED	228	0,009473
Non-participating and invalid votes	361	0,014999

Daniel Fahrny, born on 23 April 1957, residing in Chemin de la Plantaz 17, 1225 Ecublens, the Swiss Confederation;

##### Election of **Daniel Fahrny** as member of the Audit Committee

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 402 433	99,820339
AGAINST	3 642	0,151324
ABSTAINED	321	0,013337
Non-participating and invalid votes	361	0,014999

Vasileios Nomikos, born on 6 March 1969, residing at Chiou 17, Glyfada, Athens, the Hellenic Republic.

## Election of **Vasileios Nomikos** as member of the Audit Committee

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 402 184	99,809993
AGAINST	3 878	0,161130
ABSTAINED	334	0,013878
Non-participating and invalid votes	361	0,014999

### **5. Point 8 of the agenda of the General Meeting – Appointment of the Company's Auditor**

The General Meeting appointed PricewaterhouseCoopers Audit, s.r.o., whose registered office is at Hvězdova 1734/2c, Nusle, Prague 4, Postal Code 140 00, the Czech Republic, identification number: 407 65 521, registered in the Commercial Register maintained by the Municipal Court in Prague, Section C, File 3637, as an auditor of the Company for the 2013 calendar year accounting period.

2 406 383 valid votes (connected with 2 406 383 shares of the company) were cast, which represents 87,65% share of the capital of the Company.

### Appointment of the auditor of the Company

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 405 707	99,956373
AGAINST	207	0,008601
ABSTAINED	469	0,019487
Non-participating and invalid votes	374	0,015540

### **6. Point 9 of the agenda of the General Meeting – Granting of consent to the execution of the Loan Agreement between the Company as a Lender and Philip Morris International Inc. as a Borrower pursuant to Section 193 subsection (2) of the Act on. 513/1991 Coll., Commercial Code, as amended**

The General Meeting granted the consent to the execution of the Loan Agreement between the Company as a Lender and Philip Morris International Inc., whose principal executive offices are at 120 Park Avenue, New York, NY 10017, United States of America, taxpayer identification number: 13-3435103, corporate identification number: 0670281-5 as a Borrower pursuant to Section 193 subsection (2) of the Act on. 513/1991 Coll., Commercial Code, as amended, as proposed by the Board of Directors and published on the website [www.philipmorris.cz](http://www.philipmorris.cz) on 26 March 2013.

2 395 646 valid votes (connected with 2 395 646 shares of the company) were cast, which represents 87,26% share of the capital of the Company.

Granting the consent to the execution of the Loan Agreement:

	<u>Number of</u> votes	<u>% of votes present at the</u> <u>General Meeting</u>
FOR	2 165 451	89,973811
AGAINST	9 372	0,389404
ABSTAINED	202 927	8,431553
Non-participating and invalid votes	29 007	1,205232

In Kutná Hora on 26 April 2013

András Tövisi  
Chairman of the Board of Directors  
Philip Morris ČR a.s.

Stanislava Juríková  
Member of the Board of Directors  
Philip Morris ČR a.s.